

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF LOUISIANA
LAKE CHARLES DIVISION**

**WALTER WELCH, Individually and on
Behalf of all others similarly situated,**

v.

**CHRISTOPHER MEAUX, DAVID
PRINGLE, JEFF YURECKO, TILMAN J.
FERTITTA, RICHARD HANDLER,
WAITR HOLDINGS, INC. F/K/A
LANDCADIA HOLDINGS, INC.,
JEFFERIES FINANCIAL GROUP, INC.,
AND JEFFERIES, LLC,**

*** CIVIL ACTION NO. 2:19-CV-01260
* TAD-KK(Lead)

*** CIVIL ACTION NO. 2:19-CV-01427
* TAD-KK(Member)

*** JUDGE TERRY A. DOUGHTY

*** MAGISTRATE JUDGE
* KATHLEEN KAY

**JEFFERIES DEFENDANTS' RESPONSE TO PLAINTIFFS' OBJECTION TO
MAGISTRATE JUDGE KAY'S REPORT AND RECOMMENDATION REGARDING
THEIR MOTION TO DISMISS THE AMENDED COMPLAINT**

Pursuant to 28 U.S.C. § 636(b)(1)(C) and F.R.C.P. 10(c) and 72, Jefferies Financial Group, Inc. and Jefferies LLC (together, the “Jefferies Defendants”) respectfully submit this Response to Plaintiffs’ Objection (“Objection” or “Obj.”) (Dkt. No. 95) to the Report and Recommendation of Magistrate Judge Kathleen Kay regarding the Jefferies Defendants’ Motion to Dismiss (Dkt. No. 45) the Amended Complaint. Dkt. No. 94 (the “Second Report”).

The Second Report recommended that the Jefferies Defendants’ motion to dismiss be granted “[f]or the same reasons stated in the Report and Recommendations concerning the Waitr Defendants.” Dkt. No. 94 at 3. The Report and Recommendation concerning the Waitr Defendants’ Motion to Dismiss (the “First Report”) recommends dismissal of all of Plaintiffs’ claims for failure to adequately allege an actionable misstatement or omission. Dkt. No. 89.

Accordingly, for all of the reasons set forth in the First Report and the Waitr Defendants’ concurrently filed Response to Plaintiffs’ Objections to the First Report (Dkt. No. 93), which the Jefferies Defendants join and incorporate herein by reference to the extent applicable to the claims against them, the Jefferies Defendants respectfully submit that the Court should adopt both the First and Second Reports and dismiss Plaintiffs’ complaint in its entirety with prejudice. The Jefferies Defendants also incorporate herein by reference all arguments raised in the Memorandum in Support of the Jefferies Defendants’ Motion to Dismiss Plaintiffs’ Amended Class Action Complaint (Dkt. No. 45-1), the Reply Memorandum in Support of the Jefferies Defendants’ Motion to Dismiss Plaintiffs’ Amended Class Action Complaint (Dkt. No. 60), and all arguments made by the Jefferies Defendants’ counsel on the record at the hearing on their motion to dismiss (Dkt. No. 81 at 34-67 and 100-102), which provide independent and alternative grounds for the dismissal of Plaintiffs’ claim against the Jefferies Defendants that Magistrate Judge Kay did not need to reach in issuing the Second Report due to her finding that no actionable misstatement or

omission had been adequately pled as to any defendant. These additional and alternative arguments, including that the Jefferies Defendants are not adequately alleged to be proper defendants under Section 14(a) of the Securities Exchange Act of 1934 and SEC Rule 14a-9 because they are not adequately alleged to have solicited proxies or allowed their names to be used in connection with such a solicitation, would require dismissal of the claim against the Jefferies Defendants even if the Court did not adopt the First and Second Reports.

Respectfully submitted:

/s/ Claire E. Juneau

Michael R. Phillips (#21020)
Erin Lutkewitte Kilgore (#31244)
Claire Elizabeth Juneau (#33209)
KEAN MILLER LLP
First Bank and Trust Tower
909 Poydras St., Suite 3600
New Orleans, LA 70112
Tel: (504) 585-3050
michael.phillips@keanmiller.com
claire.juneau@keanmiller.com
erin.kilgore@keanmiller.com

-and-

SHEARMAN & STERLING LLP
Adam S. Hakki (admitted pro hac vice)
K. Mallory Brennan (admitted pro hac vice)
599 Lexington Avenue
New York, New York 10022
Tel: (212) 848-4000
Fax: (212) 848-7179
ahakki@shearman.com
mallory.brennan@shearman.com

***Counsel for Defendants Jefferies Financial
Group, Inc. and Jefferies LLC***